

**MINUTES OF MEETING  
BOARD OF DIRECTORS  
SPECIAL MEETING  
THE WOODLANDS TOWNSHIP  
MAY 26, 2010**

**THE STATE OF TEXAS   §**

**COUNTIES OF HARRIS & MONTGOMERY   §**

The Board of Directors of The Woodlands Township met in special session, open to the public, on May 26, 2010, posted to begin at 9:00 a.m. The meeting was held in the Meeting Room at the Township's Office, 10001 Woodloch Forest Dr., Suite 600, The Woodlands, Texas, within the boundaries of the Township. The roll was called of the duly elected and appointed members of the Board of Directors, to wit:

Nelda Luce Blair	Chairman
Lloyd W. Matthews	Vice-Chairman
Bruce Tough	Vice-Chairman
Vicki D. Richmond	Treasurer/Assistant Secretary
Alex Sutton III	Secretary
Thomas Campbell	Director
Kemba DeGroot	Director
Peggy S. Hausman	Director
Claude Hunter	Director
Robert C. Kinnear	Director
Edmund W. Robb III	Director

with all of said persons being present, excluding Director DeGroot, thus constituting a quorum. Also present for conducting business and assisting Board members were Don

Norrell, Monique Sharp, John Powers, Karen Dempsey, Nick Wolda, Mike Page, Renee Williford, Kim Cogburn, and Taunya Jacques.

Chairman Blair then called the meeting to order at 9:14 a.m. She announced that a quorum was present and that sufficient notice of this meeting had been duly posted as required by law.

Chairman Blair then requested a motion to adopt the agenda. Director Robb moved to adopt the agenda. The motion was seconded by Director Hunter and passed unanimously.

Next, Chairman Blair recognized public officials attending the meeting. The Chair recognized Montgomery County Judge Alan B. Sadler.

Chairman Blair then called on names from the Public Comment Roster. The following individuals addressed the Board:

- Tim Mulvey-Art Expo-Houston Convention
- Ted Stanley-General comments
- Steve Leahey-General comments

A copy of the Public Comment Roster is attached hereto as Exhibit "A".

The Board was next asked to consider an act upon approving the forms of the Oaths of Office, Official Bonds and Statements of Elected Officers for newly elected Directors of The Woodlands Township: Claude Hunter-Position 1, Tom Campbell-Position 2, Lloyd Matthews-Position 3, and Ed Robb-Position 4. Mike Page, legal counsel for The Woodlands Township, provided information on this item. Following Mr.

Page's comments, Director Robb moved to approve the forms of the Oaths of Office and Bonds for the newly elected Directors. Vice-Chairman Matthews seconded the motion and it passed unanimously.

Chairman Blair then called on Montgomery County Judge Alan B. Sadler to administer the Oath of Office to the newly elected Directors of The Woodlands Township. No action was needed on this item.

Next, Chairman Blair made individual presentations to retiring Directors Kemba DeGroot, Bob Kinnear, Vicki Richmond, and Alex Sutton. The Chair highlighted each Director's years of service on the Board and then presented them with a commemorative plaque as a farewell gift. Following the presentations, each retiring Director shared a few words about their experiences on The Woodlands Township Board of Directors. **Directors Kinnear, Richmond and Sutton left the meeting following the presentations.**

The Board was then asked to consider and act upon the appointment of newly elected Directors to The Woodlands Township Economic Development Zone Board of Directors. Vice-Chairman Tough moved to appoint the newly elected Directors: Claude Hunter-Position 1, Tom Campbell-Position 2, Lloyd Matthews-Position 3, and Ed Robb-Position 4 to the Board of Directors for The Woodlands Township Economic Development Zone. Director Hunter seconded the motion and it passed unanimously.

Chairman Blair next asked Board members to consider and act upon election of Officers of the Board of Directors of The Woodlands Township. Karen Dempsey, Management Analyst for The Woodlands Township, explained the election process. Ballots were then distributed for the office of Chairman of the Board. The nominee on the pre-printed ballot was Bruce Tough. No nominations were received from the floor. Board members voted and then the ballots were collected and tallied by Don Norrell, President/General Manager for The Woodlands Township. Chairman Blair announced that Bruce Tough was elected unanimously as Chairman of the Board. The ballots for the office of Chairman of the Board are attached hereto as Exhibit "B".

Ballots were next distributed for the office of Vice Chairman of the Board. Nominees listed on the pre-printed ballot were Tom Campbell, Claude Hunter and Lloyd Matthews with no nominations received from the floor. Prior to the vote, Director Hunter asked Board members to consider him for the position as he had received the most votes of all the candidates running for a position on the Board. Following the vote, the ballots were collected and tallied by Don Norrell. The Chair then announced that Lloyd Matthews was elected as Vice Chairman of the Board. Lloyd Matthews received four votes, Tom Campbell received two votes and Claude Hunter received one vote. The ballots for the office of Vice Chairman of the Board are attached hereto as Exhibit "C".



Before electing a Secretary, Director Hunter asked that a Second Vice Chairman position be established. Chairman Blair informed Director Hunter that the Committee on Governance and Nomination had recommended only one Vice Chairman position. Mike Page concurred with Chairman Blair's statements and stated that this was not on the agenda for reconsideration by the Board. As there were no nominees listed on the pre-printed ballot, the Chair called for nominations from the floor. Director Robb nominated Claude Hunter for Secretary of the Board. No additional nominations were made. The Board then voted and then Don Norrell tallied the votes. The Chair announced that Director Hunter was elected Secretary of the Board with six votes "for" and one vote not cast. The ballots for the office of Secretary of the Board are attached hereto as Exhibit "D".

Ballots were then distributed for the office of Treasurer of the Board. Ed Robb and Tom Campbell were listed as nominees for this office on the pre-printed ballot. The Chair asked if there were additional nominations from the floor. As there were none, the Board was asked to vote. The ballots were then collected and Don Norrell tallied the votes. The Chair announced that Ed Robb was elected Treasurer by a vote of four to three. The ballots for the office of Treasurer of the Board are attached hereto as Exhibit "E".

Following the election of officers, Chairman Blair announced that newly elected officers will assume their duties immediately following today's meetings. The newly elected officers of The Woodlands Township Board of Director are:

- Chairman-Bruce Tough
- Vice Chairman-Lloyd Matthews
- Secretary-Claude Hunter
- Treasurer-Ed Robb

Board members then expressed appreciation to Nelda Blair for her outstanding leadership as Chairman of the Board for the past three years. Chairman Blair thanked the Board for their comments and then recapped some of the accomplishments of the Board during her tenure.

Next, Board members were asked to consider and act upon a banking and depository services contract and authorize the President/General Manager to execute all agreements in connection therewith. Monique Sharp was called on to present this item. Ms. Sharp provided handout material to the Board and then proceeded to give background information on the Request for Proposal (RFP) process. Following Ms. Sharp's presentation, Linda Patterson, President of Patterson & Associates, was called on to provide a summary of her analysis and recommendation to the Board. At the conclusion of Ms. Patterson report, the recommendation was to award the bid to Wells Fargo bank. A period of questions and answers followed. Director Hunter then moved to award a five year contract, to Wells Fargo bank commencing August 1, 2010 and

extending through July 31, 2015, and to authorize the President/General Manager to execute all agreements in connection therewith. Director Hausman seconded the motion. Discussion followed with Board members asking for clarification on the term of the agreement. Following clarification, Director Hunter restated his motion to award the bid to Wells Fargo bank for a three year term, with two one-year renewals at the Township's option and with Board approval. Director Hausman seconded this change. Don Norrell then commented that all the community banks who submitted proposals were excellent and provided great service. Chairman Blair inquired about the community involvement level of Wells Fargo bank. The decision was then made to table this item prior to voting so that staff could prepare information regarding community involvement for Wells Fargo, Sterling, Amegy and Woodforest banks.

Chairman Blair then asked the Board to consider and act upon approving and authorizing execution of a first amendment to the Regional Participation Agreement (RPA) with the City of Houston for the addition of seven parcels of land. Mike Page was called on to provide background information on this item as outlined in the Executive Summary. Following Mr. Page's presentation, Vice-Chairman Tough moved to approve the First Amendment to the RPA with the City of Houston and authorize the Chairman or President/General Manager to execute the documents in connection therewith. The motion was seconded by Vice-Chairman Matthews. Discussion followed and then the



motion passed unanimously. A copy of the Executive Summary is attached hereto as Exhibit "F".

Next, the Board was asked to consider and act upon establishment of a special meeting for the Board of Directors of The Woodlands Township to review the Strategic Plan and budget objectives for 2011. Don Norrell was called on to present this item. Following Mr. Norrell's presentation, Director Robb moved to set June 23, 2010 at 8:30 a.m. as the special meeting date and time for the Board of Directors of The Woodlands Township to review the Strategic Plan and budget objectives for 2011. Vice-Chairman Matthews seconded the motion. Discussion followed with Director Hunter offering to amend the motion and set an earlier meeting date. The amendment was not accepted by Director Robb. The Chair then called for a vote and the motion passed with Directors Blair, Campbell, Hausman, Matthews, Robb, and Tough voting "yes" on the original motion and Director Hunter voting "no". Mr. Norrell asked the Board to allow three hours of their time for this meeting. A copy of the Executive Summary is attached hereto as Exhibit "G".

The Chair then announced that it was not necessary to recess to Executive Session to discuss matters relating to real property pursuant to §551.072, Texas Government Code; deliberation of economic development negotiations pursuant to §551.087, Texas Government Code; discuss personnel matters pursuant to §551.074,



Texas Government code; and to consult with The Woodlands Township's attorney concerning pending litigation pursuant to §551.071, Texas Government Code.

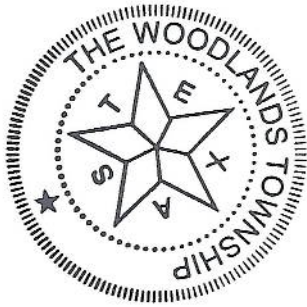
Board members were next asked to consider items to be placed on the agenda for the next meeting. Director Hunter asked that the Board discuss, on a future agenda, ways to encourage public/private funding. Director Robb asked that the Board consider sister cities on a future agenda. Board members asked for clarification on quorums at Village Association meetings.

Chairman Blair then directed the Board's attention to agenda item #10. Linda Patterson was called on to review excerpts from the banking proposals submitted by Wells Fargo, Sterling, Amegy, and Woodforest banks. Following this review, the Board voted unanimously to award the banking and depository service contract to Wells Fargo bank under the terms previously cited in the original motion. Copies of handout material on this item are attached hereto as Exhibit "H".

The Chair then asked for Board announcements. Chairman Blair announced that Board Orientation Manuals would be distributed at the end of the meeting. Newly elected Directors were asked to sign the notary book following the Township EDZ meeting. The Board was also informed that a welcome reception for Annise Parker, City of Houston Mayor, would be held on June 24, 2010.

As there were no further matters to come before the Board, Director Hunter moved to adjourn. Director Campbell seconded the motion and it passed unanimously. The meeting was adjourned at 10:47 a.m.

(SEAL)



A handwritten signature in cursive script, appearing to read 'Claude Hunter', is written over a horizontal line.

Claude Hunter  
Secretary, Board of Directors

**EXHIBIT OMISSIONS\***

**EXHIBIT "A"**

**EXHIBIT "B"**

**EXHIBIT "C"**

**EXHIBIT "D"**

**EXHIBIT "E"**

**EXHIBIT "F"**

**EXHIBIT "G"**

**EXHIBIT "H"**

**\*To view Exhibits, please contact the Records Management Analyst at 281-210-3800.**